

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2256

LISTED MAY 10, 1967
4,846,850 common shares without par value of which 130,000 shares are subject to issuance.
Ticker abbreviation "CEQ"
Dial Ticker Number 1395
Post Section 4.3

File

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED

Incorporated under the laws of the Province of
Ontario by letters patent dated May 4, 1953

Common shares without par value transferable in
Toronto, Montreal, Winnipeg, Vancouver and Halifax

CAPITALIZATION AS AT APRIL 7, 1967

SHARE CAPITAL

	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
Common shares without par value of which 130,000 are subject to issuance	6,500,000	4,716,850	4,846,850

FUNDED DEBT

6½ % Secured Sinking Fund Debentures Series A due February 15, 1991	6,000,000	5,900,000	NIL
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NOTE: Particulars of funded debt are shown in paragraph 9, on pages 12, 13 and 14 of the attached prospectus.

April 7, 1967

1. APPLICATION

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED (hereinafter called the "Company") hereby makes application for the listing on The Toronto Stock Exchange of 4,846,850 common shares without par value in the capital of the Company, of which 4,716,850 are issued and are outstanding as fully paid and non-assessable. The remaining 130,000 common shares included in this application have been reserved as follows:

Stock options at \$3 per share granted to officers and employees of the Company and its subsidiary and affiliated companies —	
(i) Options expiring October 21, 1975	— 55,000
(ii) Options expiring January 10, 1977	— 6,000
Common shares of the Company which may from time to time be optioned to officers and employees of the Company and its subsidiary and affiliated companies	— 69,000

2. REFERENCE TO PROSPECTUS

Reference is hereby made to the attached prospectus issued by the Company under date of February 28, 1967 with respect to the offering of 500,000 outstanding common shares of the Company, a copy of which prospectus is hereby incorporated in this application and made part thereof.

3.

OPINION OF COUNSEL

Messrs. Fraser, Beatty, Tucker, McIntosh & Stewart, 320 Bay Street, Toronto, Ontario, Counsel for the Company, are filing in support of this application an opinion stating, among other things, that (i) the Company is duly incorporated and is a valid and subsisting corporation in good standing under the laws of the Province of Ontario; and (ii) the authorized capital of the Company consists of 6,500,000 common shares without par value of which 4,716,850 common shares are issued and are outstanding as fully paid and non-assessable.

4.

STATUS UNDER SECURITIES ACT

(a) The offering of \$6,000,000 of 6½% Secured Sinking Fund Debentures Series A of the Company with a bonus of 40 common shares without par value of the Company for each \$1,000 principal amount of Series A Debentures was qualified for sale to the public in January 1966 in all provinces of Canada with the exception of the Provinces of Newfoundland and Prince Edward Island.

(b) The offering of the 500,000 outstanding common shares without par value of the Company referred to in paragraph 2 hereof was qualified for sale to the public in all provinces of Canada with the exception of the Province of Newfoundland and Prince Edward Island.

5.

LISTING ON OTHER STOCK EXCHANGES

There are no securities of the Company listed on any other stock exchange.

6.

FISCAL YEAR

The fiscal year of the Company ends on October 31 in each year.

7.

ANNUAL MEETING

Under the by-laws of the Company the annual meeting of shareholders will be held on such day in each year as the board of directors of the Company from time to time may determine. The last annual meeting of the Company was held on February 10, 1967.

8.

HEAD OFFICE

The head office of the Company is located at 491 Lawrence Avenue West, Toronto, Ontario.

9.

TRANSFER AGENTS AND REGISTRARS

The transfer agents and registrars for the common shares of the Company are National Trust Company, Limited at its principal offices in the Cities of Toronto, Montreal, Winnipeg and Vancouver and Montreal Trust Company at its principal office in the City of Halifax.

Montreal Trust Company is the Trustee for the 6½% Secured Sinking Fund Debentures Series A ("Series A Debentures") and registers upon which Series A Debentures may be registered as to principal and upon which fully registered Series A Debentures may be registered as to principal and interest and upon which transfers of Series A Debentures so registered may be made are kept by Montreal Trust Company at its principal offices in the Cities of Toronto, Montreal, Winnipeg, Vancouver and Halifax.

10.

TRANSFER FEE

No fee is charged on the transfer of the common shares other than customary stock transfer tax.

11.

AUDITORS

The auditors of the Company are Messrs. Touche, Ross, Bailey & Smart, 200 University Avenue, Toronto, Ontario.

12.

DIRECTORS AND OFFICERS

The directors and officers of the Company are:

John Garfield Campbell 18 Saintfield Avenue, Don Mills, Ontario.	Director	President, Canadian Breweries Limited.
Angus Clayton McClaskey 100 Banbury Road, Don Mills, Ontario.	President and Director	President, Canadian Equity & Development Company Limited.
Ward Chipman Pitfield 6 Highland Avenue, Toronto, Ontario.	Director	President, Pitfield, Mackay, Ross & Company Limited.
James Nasmyth Swinden 12 St. Ives Avenue, Toronto, Ontario.	Director	General Manager, Argus Corporation Limited.

12.

DIRECTORS AND OFFICERS—Continued

Edward Plunket Taylor Lyford Cay, New Providence Island, Bahamas.	Chairman of the Board	President, The New Providence Development Company Limited.
Allan Ernest Thompson 14 Greencoat Road, Etobicoke, Ontario.	Secretary	Secretary, Canadian Equity & Development Company Limited.
Ronald Carman Thornton 4 Vendome Place, Don Mills, Ontario.	Treasurer	Treasurer, Canadian Equity & Development Company Limited.

14.

CERTIFICATE

Pursuant to a resolution passed by the board of directors the applicant Company hereby applies for listing of the above mentioned securities on The Toronto Stock Exchange. The undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED



"ANGUS McCLASKEY"
President

"ALLAN E. THOMPSON"
Secretary

15.

CERTIFICATE OF UNDERWRITER

To the best of our knowledge, information and belief all of the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

PITFIELD, MACKAY, ROSS & COMPANY LIMITED

"WARD C. PITFIELD"
President

DISTRIBUTION OF COMMON STOCK AS OF APRIL 26, 1967

Number							Shares
	7	Holders of	1	—	24	share lots	39
327	"	"	25	—	99	" "	16,820
120	"	"	100	—	199	" "	13,380
133	"	"	200	—	299	" "	27,890
25	"	"	300	—	399	" "	7,250
47	"	"	400	—	499	" "	19,070
89	"	"	500	—	999	" "	49,930
130	"	"	1000	—	up	" "	4,582,471
<u>878</u>	Shareholders				Total shares		<u>4,716,850</u>

FINANCIAL STATEMENTS

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED AND SUBSIDIARY COMPANIES

CONSOLIDATED BALANCE SHEET

as at January 31, 1967

ASSETS

ACCOUNTS RECEIVABLE			\$ 648,636
PREPAID CHARGES AND SUNDRY ASSETS			10,608
PROPERTY UNDER DEVELOPMENT			
Land — at cost	\$ 828,828		
Development costs	333,761	1,162,589	
DEFERRED RECEIVABLES			
Land Sales Agreements	705,805		
Mortgages	532,338	1,238,143	
PROPERTY HELD FOR DEVELOPMENT			
Land — at cost	8,690,325		
Development costs	92,729	8,783,054	
INVESTMENTS IN OTHER COMPANIES — at cost			
Greater Hamilton Shopping Centre Limited			
4½ % Series B debentures	250,000		
Common shares (50% of issued capital)	555,000	805,000	
Aldon Developments Limited			
Notes receivable	75,000		
Common shares (50% of issued capital)	500	75,500	880,500
REVENUE PRODUCING PROPERTIES — at appraised values with subsequent additions at cost			
Land	4,794,457		
Buildings, equipment and services	7,798,589		
	12,593,046		
Less accumulated depreciation	1,063,336		
	11,529,710		
Construction in progress — at cost	4,792,690	16,322,400	
Debenture Discount and Financing Expense less amounts amortized		1,211,372	
			<u>\$30,257,302</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

BANK INDEBTEDNESS			\$ 117,182
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES			748,495
HOLDBACKS PAYABLE			674,907
INCOME TAXES PAYABLE			169,190
PROVISION FOR DEVELOPMENT COSTS			53,034
PREPAID RENTAL INCOME			187,994
			<u>1,950,802</u>
DEFERRED CREDIT			
Profit on properties sold under sale agreements and mortgages		561,789	
LONG TERM DEBT			
Mortgages payable	\$ 5,572,657		
6½ % secured sinking fund debentures	5,900,000	11,472,657	
SHAREHOLDERS' EQUITY			
Capital Stock			
Common shares			
Authorized — 6,500,000 common shares without par value			
Issued and fully paid — 4,716,850 shares		6,630,275	
Excess of book value of net assets of a subsidiary over the stated value of shares issued therefor		1,336,129	
Excess of appraised value of revenue producing properties over depreciated cost	4,555,591		
Retained earnings	3,750,059	16,272,054	
			<u>\$30,257,302</u>

Approved on behalf of the Board

“ANGUS McCLASKEY”, Director

“J. N. SWINDEN”, Director

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED
AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF EARNINGS
FOR THE THREE MONTHS ENDED JANUARY 31, 1967

Rental from revenue producing properties		\$ 390,214
Direct operating expenses of revenue producing properties except depreciation and interest		<u>104,902</u>
Earnings from revenue producing properties before depreciation and interest		285,312
Gross profit on property sales and interest thereon		<u>95,072</u>
		380,384
General and administrative expenses less sundry income		<u>58,366</u>
Earnings before the undernoted items		322,018
Depreciation	\$ 63,657	
Interest	188,074	
Amortization of debenture discount and financing expenses	(1,779)	
Provision for income taxes	<u>5,000</u>	
		<u>254,952</u>
NET EARNINGS FOR THE PERIOD		<u><u>\$ 67,066</u></u>

CONSOLIDATED STATEMENT OF RETAINED EARNINGS
FOR THE THREE MONTHS ENDED JANUARY 31, 1967

Balance, November 1, 1966		\$ 3,913,406
Add: Net earnings for the year	\$ 67,066	
Realization of appraisal	<u>5,430</u>	
		<u>72,496</u>
		3,985,902
Less: Dividend payable February 1, 1967		<u>235,843</u>
BALANCE, JANUARY 31, 1967		<u><u>\$ 3,750,059</u></u>

This prospectus is not, and under no circumstances is to be construed as, a public offering of these shares for sale in the United States of America or in the territories or possessions thereof.

No Securities Commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

Outstanding Issue

500,000 Common Shares without par value

Canadian Equity & Development Company Limited

(Incorporated under the laws of Ontario)

Transfer Agents and Registrars

National Trust Company, Limited, Toronto, Montreal, Winnipeg and Vancouver
Montreal Trust Company, Halifax

All of the shares offered are being purchased from Selling Shareholders whose names and numbers of shares sold are shown in paragraph 16 on page 14. None of the proceeds will be received by the Company.

Offering

	<u>Price to Public</u>	<u>Proceeds to Underwriter</u>	<u>Proceeds to Company</u>	<u>Proceeds to Selling Shareholders</u>
Per Share.....	\$ 2.50	\$ 0.20	Nil	\$ 2.30
Total.....	\$1,250,000	\$100,000	Nil	\$1,150,000

We, as principals, offer these 500,000 Common Shares if, as and when accepted by us subject to prior sale and change in price and subject to the approval of all legal matters on our behalf by Messrs. Fraser, Beatty, Tucker, McIntosh & Stewart, Toronto, Ontario, who are also Counsel for the Company and for the Selling Shareholders.

We reserve the right to accept applications for these Common Shares in whole or in part or to reject any application and to withdraw this offer at any time without prior notice. It is expected that definitive certificates representing these Common Shares will be available for delivery on or about April 17, 1967.

Market

Although a limited number of transactions in Common Shares of the Company have taken place in the unlisted market, the price for this offering was determined by negotiation between the Selling Shareholders and the underwriter.

An application has been made to list these shares on The Toronto Stock Exchange. Acceptance of the listing will be subject to the filing of required documents and evidence of satisfactory distribution both within ninety days.

Canadian Equity & Development Company Limited

Toronto, Ontario,
February 28, 1967.

Pitfield, Mackay & Company Limited,
Toronto, Ontario.

Dear Sirs,

With reference to the 500,000 outstanding Common Shares without par value in the capital of Canadian Equity & Development Company Limited offered by this prospectus, we are pleased to give you the following information.

The Company

Canadian Equity & Development Company Limited ("Company") was incorporated under the laws of Ontario in 1953 and is engaged, through a wholly-owned subsidiary, Don Mills Developments Limited ("Don Mills Company") in the acquisition, development, subdivision and sale of land and in the construction and operation of residential and commercial premises including shopping centres. The Company formerly had two wholly-owned subsidiaries, Don Mills Developments Limited and Wrentham Estates Limited. These two subsidiaries were amalgamated on November 1, 1966 under the name Don Mills Developments Limited.

The Company, through a wholly-owned subsidiary, has developed a large community with a population of over 27,500 persons at Don Mills, in Metropolitan Toronto. The operations of the Don Mills Company presently include the ownership and management of three shopping centres and the development and sale of industrial and residential lands. The Don Mills Company also owns a large acreage of land near the western boundary of Metropolitan Toronto which is being held for development into a community of approximately 80,000 persons.

Capitalization

(As at February 16, 1967)

	Authorized	Outstanding
First mortgages of varying rates and maturities	(1)	\$5,572,657
Secured Debentures	(1)	
6½% Secured Sinking Fund Debentures		
Series A due 1991	\$6,000,000	\$5,900,000
Common Shares without par value	6,500,000 shs. (2)	4,716,850 shs.

(1) Additional first mortgages and Secured Debentures may be issued subject to the restrictions contained in the trust deed under which the Series A Debentures were issued.

(2) 61,000 Common Shares are reserved for the exercise of options already granted under the Company's Stock Option Plan and 69,000 Common Shares are reserved for the granting of further options thereunder, all as referred to in paragraph 11 of the Statutory Information forming part of this prospectus.

Revenue Producing Properties

The Don Mills Company owns and manages three shopping centres, Don Mills Shopping Centre, Parkwoods Village Shopping Centre and York Mills Shopping Centre, all of which are located in Metropolitan Toronto. There are 128 tenants in these shopping centres of which 5 are under ground lease tenancies. In addition, on 8 other commercial properties, 1 industrial property and 3 residential properties the Don Mills Company is lessor under ground leases. The Don Mills Company has substantially completed construction of a large high-rise residential, retail and commercial complex in the St. Clair Avenue-Yonge Street area of Toronto, which is sometimes referred to in this prospectus as "The Towne".

Don Mills Shopping Centre

The Don Mills Shopping Centre is situated on a site of approximately 40 acres in the centre of the Don Mills community and has over 460,000 square feet of gross floor area. It was built in five stages and now has 89 tenants, including an Eaton's department store, a theatre, a curling rink, a Shell automotive service centre and a bowling alley. The primary market area of this shopping centre has a population of approximately 80,000 people, which it is estimated will increase to approximately 110,000 people by 1970. The growth of population within this area and the construction of additional space have resulted in this shopping centre showing substantial increases in both sales volume and rental income as is indicated in the following table:

Year ended October 31	1962	1963	1964	1965	1966
Sales volume (000's)*	\$11,415	\$12,208	\$13,653	\$15,388	\$17,856
Gross rental income from all tenants (000's)	640	857	928	978	1,080

*Excluding sales of Eaton's department store, the theatre, the curling rink and the bowling alley and revenue of certain other tenants for the most part engaged in financial or professional business. The sales of the Shell automotive service centre are not included for the year 1965 when it commenced business but are included for the year 1966.

Parkwoods Village Shopping Centre

The Parkwoods Village Shopping Centre is situated on a site of approximately 6 acres in the north-east area of Don Mills. It is a neighbourhood centre having 76,000 square feet of gross floor area and 20 tenants, the major tenant being a Dominion Stores supermarket under a ground lease.

This shopping centre was opened in 1960 and serves a densely populated neighbourhood, comprised primarily of high-rise apartments. Growth in sales volume and rental income has been as follows:

Year ended October 31	1962	1963	1964	1965	1966
Sales volume (000's)*	\$2,922	\$3,924	\$4,609	\$5,025	\$5,208
Gross rental income from all tenants (000's)	75	89	110	124	135**

*Excluding service station sales and revenue of certain other tenants for the most part engaged in financial or professional businesses.

**Excludes rental of \$5,124 received in the 1966 fiscal year but applicable to the 1965 fiscal year and included in that year.

York Mills Shopping Centre

This neighbourhood shopping centre, which was opened in 1953, is situated on a site of approximately 5 acres at the corner of Bayview Avenue and York Mills Road in one of Toronto's better residential areas and has over 52,000 square feet of gross floor area. This shopping centre has 19 tenants, including a Dominion Stores supermarket. Growth in sales volume and rental income has been as follows:

Accounting period	1962(1)	1963(1)	1964(2)	1965(3)	1966(3)
Sales volume (000's)*	\$3,822	\$4,306	\$3,356	\$4,841	\$5,276
Gross rental income from all tenants (000's)	157	166	111	199	192**

*Excluding revenue of certain tenants for the most part engaged in financial or professional businesses.

**Excludes rental of \$28,241 received in the 1966 fiscal year but applicable to the 1965 fiscal year and included in that year.

(1) 12 months ending January 31 of subsequent year.

(2) 9-month period ending October 31.

(3) 12-month period ending October 31.

The Towne

The Don Mills Company is tenant under a ground lease, expiring in the year 2084, on a site of approximately 63,400 square feet on the south side of St. Clair Avenue East, a short distance from Yonge Street in Toronto, at an annual net ground rent of \$63,375 until 1999 which rent may thereafter be increased periodically depending upon certain economic factors existing at the time. The Don Mills Company is constructing on this site a residential, retail and commercial complex, known as "The Towne", comprising some 185 rental units. It contains apartments, town houses and penthouses, and approximately 85,000 square feet of retail and commercial space and two levels of underground parking. At the present time about 97% of the retail space is under agreement to lease and all the office space has been leased. Even though the project is not scheduled for completion until May 1967 over 40% of the residential units have already been leased and some of such units are occupied.

Gross Rental Income

Aggregate gross rental income from all revenue producing properties for the five years ended October 31, 1966 has been as follows:

Year ended October 31(1)	1962	1963	1964	1965	1966
Shopping Centres					
Minimum rents (000's)	\$685	\$ 901	\$ 950	\$1,017	\$1,092
Percentage rents (000's)	187	211	199	284	315(2)
	872	1,112	1,149	1,301	1,407
Ground leases not in shopping centres (000's)	30	39	61	68	91
Gross rental income (000's)	<u>\$902</u>	<u>\$1,151</u>	<u>\$1,210</u>	<u>\$1,369</u>	<u>\$1,498</u>

(1) With the exception of York Mills Shopping Centre, which is for the periods noted above.

(2) Excludes rentals of \$33,365 received in the 1966 fiscal year but applicable to the 1965 fiscal year and included in that year.

The annual gross rental income to be derived from The Towne, upon its completion which is scheduled for May 1967, calculated on the basis of a 5% vacancy factor, is expected to be approximately \$817,000.

Land Development

Erin Mills Land

The Don Mills Company owns a large tract of land to the west of Metropolitan Toronto, located partly in the Township of Toronto and partly in the Town of Oakville. To date 328 acres have been sold, 827 acres are under a sale agreement and there are 6,011 acres ("Erin Mills lands") available for residential, commercial and industrial development.

Three major east-west arterial routes place the Erin Mills lands within 30 minutes of downtown Toronto. A fourth east-west arterial route, the proposed new Highway 403, is expected to pass directly through the property. It is also expected that the Fifth Line road will be developed as a major north-south arterial road running through the property and connecting the four east-west arterial routes.

Their accessibility and proximity to the heavily industrialized and rapidly expanding Toronto-Hamilton area make the Erin Mills lands an ideal location for industry. The area is serviced by the main line of the Canadian Pacific Railway and both docking and customs warehousing facilities are within a 10-minute drive. The surrounding area provides a large labour force of diversified skills. A combined public and private "Research Centre" has been established south of the Erin Mills lands and the University of Toronto has acquired a block of land contiguous to the Erin Mills lands as a site for a new college.

In a report dated September 1966 made by T. J. Plunkett who was commissioned by the Ontario Government to do a study of the municipal structure of Peel and Halton Counties, in which the Erin Mills lands are situated, the population of the Township of Toronto in 1964 was shown as 76,066. In such report, based upon figures supplied by the Department of Municipal Affairs of Ontario and the Metropolitan Toronto Planning Board, it was estimated that the population of the Township of Toronto in 1980 would be 217,000 and on the same basis it was estimated that the population of the Town of Oakville in 1980 would be 128,000, as compared to a population in 1964 of 48,523.

In the latter part of 1964, the Ontario Water Resources Commission retained engineering consultants to investigate and report on water supply and sewage works' requirements for a group of municipalities west of Metropolitan Toronto, including the Township of Toronto. In December 1966 the Commission announced that it had reached agreement with the Township of Toronto and other municipalities in Peel County for the installation of major trunk sewage services, with the necessary plant expansion to be staged over a period of years. So far as the Company is aware negotiations are proceeding with a view to reaching agreement for the supply of water. The sewer and water systems proposed by the Commission can, subject to the Company reaching an agreement with the Township of Toronto, serve the Erin Mills lands in the Township of Toronto, and negotiations for a satisfactory development agreement are currently being carried on with the Township.

Residential and Industrial Development

The Don Mills Company is engaged in the development and sale of industrial lands in what is known as Wrentham Industrial Park, situated on the east side of Leslie Street, a short distance north of York Mills Road, in the Borough of North York, which is part of Metropolitan Toronto. Approximately 53 acres of these industrial lands have been sold at prices ranging from \$40,000 to \$50,000 per acre, leaving a balance of approximately 37 acres available for sale. All the services required by the Borough of North York have been installed.

Approval by the Ontario Municipal Board has been secured for the rezoning of 43 acres of land on the west side of Leslie Street, north and south of York Mills Road in the Borough of North York, to provide 74 single family lots and sites for 72 row houses and 780 apartment suites. A subdivision agreement with the Borough of North York, covering the 27 acres situated north of York Mills Road, is being proceeded with and the Don Mills Company has sold, subject to registration of a plan of subdivision, all the land zoned for multiple use in the 27 acres. Sales are proceeding in regard to the single family lots, subject to registration of the plan. It is expected that a plan covering the 16 acres situated south of York Mills Road will be registered in the period 1968-69 depending on certain municipal improvements being constructed.

Preliminary plans have been prepared for a prestige town house rental project of some 210 units on 26 acres of land at the north-east corner of Bayview Avenue and York Mills Road, near the York Mills Shopping Centre. The project will be owned and managed by the Don Mills Company with construction staged over a period of two to three years commencing in 1967, provided that construction costs are acceptable and suitable mortgage financing can be arranged.

Investments

Greater Hamilton Shopping Centre

The Company owns 50% of the outstanding shares of Greater Hamilton Shopping Centre Limited, which owns and operates a regional shopping centre forming part of a shopping centre complex situated on a site of approximately 67 acres in the east end of Hamilton. This Centre is one of the largest in Canada. Of the 67 acres, Simpson-Sears Limited owns 20 acres on which is located a 240,000 square foot department store. On the remaining 47 acres of land, owned by Greater Hamilton Shopping Centre Limited, there are 63 retail and commercial tenants occupying approximately 433,000 gross square feet. The largest unit is a department store leased to Henry Morgan & Co. Limited. Seven of the retail and commercial outlets are on ground leases, the two major ones being a Dominion Stores supermarket and a Loblaw Groceries supermarket.

Aldon Developments Limited

Aldon Developments Limited, which is owned 50% by the Company and 50% by Dominion Stores Limited, is the lessor under four ground leases of approximately 10.5 acres of land located at Lawrence Avenue West and Dufferin Street in Toronto. It also owns a small shopping centre at Brampton, Ontario, having 20,800 square feet of gross floor area.

This company owns a neighbourhood shopping centre on Victoria Park Avenue in the Borough of Scarborough, consisting of 35,000 square feet of gross floor area, which includes a Dominion Stores supermarket, 9 other retail stores and professional offices. In addition a site adjacent to this shopping centre has been ground leased to Shell Canada Limited.

Appraisals

Revenue Producing Properties

The revenue producing properties (other than The Towne) owned by the Don Mills Company have been appraised by Eastern & Chartered Trust Company and such appraisal figures have been reflected on the Company's consolidated balance sheet as referred to in note 2 to such balance sheet in this prospectus.

Property Held for Development and Property Under Development

By appraisal dated as of September 1, 1963, Eastern & Chartered Trust Company valued the properties of Wrentham Estates Limited (amalgamated with Don Mills Developments Limited on November 1, 1966) held at that date for development and substantially all other property subsequently acquired by it for development at \$3,510,000 which, after deducting disposals of appraised properties at pro rated appraised values and disposals of other properties at cost resulting in net disposals of \$1,085,103, gives a value for such properties of \$2,424,897.

By appraisal dated as of October 15, 1963, Eastern & Chartered Trust Company valued the Erin Mills lands held at that date for development at \$13,000,000, which, together with subsequent additions at cost less disposals at pro rated appraised values resulting in net additions of \$124,362, gives a value for such properties of \$13,124,362.

On the above bases, the value of property held for development and property under development amounts to \$15,549,259 which produces an appraisal surplus of \$6,030,106 in excess of the values of such properties as shown on the consolidated balance sheet as at October 31, 1966 forming part of this prospectus.

Earnings

The statements of combined and consolidated earnings and combined and consolidated retained earnings of the Company and its subsidiaries for the ten years ended October 31, 1966 together with the report thereon of the Company's auditors, Messrs. Touche, Ross, Bailey & Smart, Chartered Accountants, appear on pages 5 and 6 of this prospectus.

It will be noted that earnings from revenue producing properties have shown a steady increase over the past six years. The decline in rental income in 1960 and 1961 was caused by the sale of a revenue producing property. Sales of development properties can only be made after the registration of plans of subdivision which normally takes a considerable length of time. Accordingly, profits on property sales have fluctuated greatly over the past ten years.

Yours truly,

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED
Per (Sgd.) ANGUS MCCLASKEY,
President.

Combined and Consolidated Statement of Earnings for the Ten Years Ended October 31, 1966

Years ended October 31	Rentals from revenue producing properties	Direct operating expenses of revenue producing properties except depreciation and interest	Earnings from revenue producing properties before depreciation and interest	Gross profit on property sales and interest thereon (Notes 4 & 5)	General and administrative expenses less sundry income (Note 6)	Earnings from all sources before depreciation, interest, amortization of debenture discount and financing expenses and income taxes	Depreciation	Interest	Amortization of debenture discount and financing expenses	Provision for income taxes (Notes 7 & 8)	Net earnings
1957	\$1,066,096	\$382,355	\$ 683,741	\$ 575,916	\$414,149	\$ 845,508	\$300,126	\$619,061	\$ —	(\$ 44,435)	(\$ 29,244)
1958	1,149,391	423,761	725,630	1,406,861	359,012	1,773,479	289,628	549,177	—	405,590	529,084
1959	1,222,938	495,136	727,802	2,472,087	366,084	2,833,805	285,998	521,860	—	888,696	1,137,251
1960	1,100,388	489,066	611,322	1,175,887	310,665	1,476,544	231,887	522,520	—	262,630	459,507
1961	755,296	192,380	562,916	1,754,601	330,193	1,987,324	130,486	428,756	—	337,222	1,090,860
1962	902,194	268,776	633,418	428,783	272,941	789,260	162,317	496,788	—	14,060	116,095
1963	1,151,132	256,063	895,069	534,072	254,467	1,174,674	244,583	500,103	—	64,001	365,987
1964	1,210,082	277,770	932,312	136,547	253,403	815,456	250,522	569,078	—	18,321	(22,465)
1965	1,355,765	267,435	1,068,330	385,630	236,898	1,217,062	261,479	536,170	—	113,600	305,813
1966	1,530,854	256,349	1,274,505	551,118	185,148	1,640,475	249,668	656,101	35,690	178,900	520,116

NOTES:

(1) The above combined and consolidated statement includes the earnings of Canadian Equity & Development Company Limited, Don Mills Developments Limited, Rodon Apartments Limited (assets sold in 1960) and Wrentham Estates Limited. The other subsidiaries of the Company had no profits or losses during the period.

(2) Wrentham Estates Limited became a wholly-owned subsidiary on March 1, 1965 but the above combined and consolidated statement has been prepared as if Wrentham Estates Limited had been wholly-owned throughout the period.

(3) The earnings included above are for fiscal years ended October 31 except for Wrentham Estates Limited whose fiscal year end was January 31 until January 31, 1964 at which time its fiscal year end was changed to October 31. The net earnings (losses) of Wrentham Estates Limited are as follows:

- (a) fiscal years ended January 31
 - 1958 — \$13,359; 1959 — \$24,672; 1960 — \$116,093; 1961 — \$82,701; 1962 — \$26,144; 1963 — \$16,605; 1964 — \$18,372;
- (b) nine months ended October 31, 1964 — (\$46,840);
- (c) year ended October 31, 1965 — \$16,808.

(4) The accounting treatment for recording gross profit on property sales varied during the ten year period as follows:

Don Mills Developments Limited—

(a) from 1957-1960 inclusive, such gross profit was recorded after the transfer of title;

(b) in 1961 an adjustment of \$177,968 net of income taxes was made to record gross profit in the proportion which payments received bore to the total original principal amount receivable under all outstanding sale agreements. This practice was followed in 1961 and subsequent years and was the basis for income tax provisions throughout the ten year period. If the accounting treatment for 1961 and subsequent years had been followed from 1957 to 1960, net earnings for 1961 would have been decreased by \$177,968 and this amount would have increased (decreased) the net earnings of prior years approximately as follows:

Prior to 1957 — \$67,000; 1957 — \$134,000; 1958 — \$67,000; 1959 — (\$53,000); 1960 — (\$37,000).

Wrentham Estates Limited—

(a) to January 31, 1958 sales were recorded at the time a deposit was received and an agreement for sale entered into. From February 1, 1958 sales were recorded at the time all conditions of sale agreements were fulfilled and title transferred. From November 1, 1964 gross profit was recorded in the proportion which payments received bore to the total original principal amount receivable under the sale agreements. If the accounting treatment for 1965 had been followed from 1957 to 1964, net earnings would have been increased (decreased) approximately as follows:

1957 — \$215,000; 1958 — \$45,000; 1959 — (\$13,000); 1960 — (\$30,000); 1961 — (\$2,000); 1962-1964 — no change.

(b) income taxes were provided and paid as follows:

To January 31, 1958, on the same basis of sale as was recorded in the accounts. From February 1, 1958, on the basis of taking up only the proportion of profit relating to cash payments received.

(5) Interest on sale agreements is taken into income only as received and has been included in gross profit on property sales as follows:

1957 — \$150,390; 1958 — \$67,395; 1959 — \$260,741; 1960 — \$224,665; 1961 — \$278,063; 1962 — \$344,415; 1963 — \$179,371; 1964 — \$96,036; 1965 — \$84,274; 1966 — \$97,460.

(6) Sundry income was deducted from general and administrative expenses as follows:

1957 — \$12,189; 1958 — \$42,330; 1959 — \$34,216; 1960 — \$23,711; 1961 — \$14,210; 1962 — \$16,380; 1963 — \$37,407; 1964 — \$14,420; 1965 — \$45,699; 1966 — \$64,135.

(7) During the ten year period Don Mills Developments Limited has claimed capital cost allowances for income tax purposes in excess of depreciation recorded in the accounts. The accumulated reduction in income taxes resulting from this practice amounts to approximately \$525,400 as follows:

Prior to 1957 — \$47,000; 1957 — \$15,000; 1958 — \$15,000; 1959 — \$16,000; 1960 — \$42,000; 1961 — \$44,000; 1962 — \$60,000; 1963 — \$60,000; 1964 — \$12,000; 1965 — \$60,000; 1966 — \$127,400.

(8) For the years ended October 31, 1965 and 1966 Don Mills Developments Limited has claimed for income tax purposes, expenses of \$224,000 in connection with The Towne project, which have been capitalized. As a result the provision for income taxes for those years has been reduced by approximately \$117,000.

The above is the combined and consolidated statement of earnings referred to in our report dated February 28, 1967 on page 6 hereof.

Canadian Equity & Development Company Limited
and Subsidiary Companies

Combined and Consolidated Statement of Retained Earnings
for the Ten Years Ended October 31, 1966

Year ended October 31	Balance at beginning of year	Net earnings (loss) for the year	Dividends paid	Sundry credits	Balance at end of year
1957	\$1,613,323	(\$ 29,244)	\$128,287	\$ —	\$1,455,792
1958	1,455,792	529,084	170,000	—	1,814,876
1959	1,814,876	1,137,251	170,000	—	2,782,127
1960	2,782,127	459,507	170,000	—	3,071,634
1961	3,071,634	1,090,860	170,000	—	3,992,494
1962	3,992,494	116,095	170,000	—	3,938,589
1963	3,938,589	365,987	235,240	6,108	4,075,444
1964	4,075,444	(22,465)	245,000	24,932	3,832,911
1965	3,832,911	305,813	593,658(1)	24,328	3,569,394
1966	3,569,394	520,116	—	48,293	4,137,803
Deduct retained earnings of Wrentham Estates Limited at date of acquisition of its shares.....					224,397
Retained earnings at October 31, 1966 per consolidated balance sheet.....					<u>\$3,913,406</u>

(1) The 1965 dividends include a dividend of \$350,000 paid by Wrentham Estates Limited prior to its acquisition; all other dividends were paid on previously outstanding preference shares of Canadian Equity & Development Company Limited.

Auditors' Report

To the Directors,
Canadian Equity & Development Company Limited.

We have examined the accompanying combined and consolidated statements of earnings and retained earnings of Canadian Equity & Development Company Limited and subsidiary companies for the ten years ended October 31, 1966. Our examination of the financial statements of Canadian Equity & Development Company Limited and subsidiary companies of which we are the auditors included a general review of the accounting procedures and such tests of accounting records as we considered necessary in the circumstances. For the seven years and nine months ended October 31, 1964, we have relied on the reports of the auditors who examined the financial statements of one of the subsidiaries, Wrentham Estates Limited, for that period.

In our opinion the accompanying combined and consolidated statements of earnings and retained earnings present fairly the results of the operations and the retained earnings of the Company and its subsidiaries for the ten years ended October 31, 1966, in accordance with generally accepted accounting principles applied on a consistent basis throughout the ten year period except for the changes referred to in Note 4 to the combined and consolidated statement of earnings with which changes we concur.

Toronto, Ontario, February 28, 1967

(Sgd.) TOUCHE, ROSS, BAILEY & SMART,
Chartered Accountants.

Canadian Equity & Development Company Limited
and Subsidiary Companies

Consolidated Balance Sheet
as at October 31, 1966

Assets

CASH.....		\$	467,051
ACCOUNTS RECEIVABLE			
Land Sale Agreements.....	\$	639,364	
Other		<u>99,406</u>	738,770
PREPAID CHARGES AND SUNDRY ASSETS.....			58,569
PROPERTY UNDER DEVELOPMENT (Note 2)			
Land—at cost.....		828,828	
Development costs.....		<u>333,761</u>	1,162,589
DEFERRED RECEIVABLES (Note 3)			
Land sale agreements.....		803,650	
Mortgages.....		<u>483,896</u>	1,287,546
PROPERTY HELD FOR DEVELOPMENT (Note 2)			
Land—at cost.....		8,690,325	
Development costs.....		<u>82,264</u>	8,772,589
INVESTMENTS IN OTHER COMPANIES—at cost (Note 4).....			880,500
REVENUE PRODUCING PROPERTIES (Note 2)			
Land.....	4,794,457		
Buildings, equipment and services.....	<u>7,798,068</u>		
	12,592,525		
Less accumulated depreciation.....	<u>999,679</u>	11,592,846	
Construction in progress—at cost			
The Towne project.....	4,051,432		
Other	<u>73,490</u>	<u>4,124,922</u>	15,717,768
DEBENTURE DISCOUNT AND FINANCING EXPENSE			
less \$35,690 amortized			<u>1,223,969</u>
TOTAL ASSETS			<u><u>\$30,309,351</u></u>

Liabilities and Shareholders' Equity

ACCOUNTS PAYABLE AND ACCRUED LIABILITIES.....	\$	624,831	
HOLDBACKS PAYABLE.....		536,259	
INCOME TAXES PAYABLE (Note 5).....		212,690	
PROVISION FOR DEVELOPMENT COSTS.....		56,856	
PREPAID RENTAL INCOME.....		175,184	
LONG TERM DEBT (of which \$445,162 is due within one year) (Note 7).....		<u>11,653,487</u>	
TOTAL LIABILITIES.....			13,259,307
DEFERRED CREDIT			
Profit on properties sold under sale agreements and mortgages (Note 6).....			609,212
SHAREHOLDERS' EQUITY			
Capital stock (Note 8)			
Common Shares			
Authorized—			
6,500,000 Common Shares without par value			
Issued and fully paid—			
4,716,850 shares.....	\$	6,630,275	
Excess of book value of net assets of a subsidiary over the stated value of shares issued therefor.....		1,336,129	
Excess of appraised value of revenue producing properties over depreciated cost (Note 2).....		4,561,022	
Retained earnings.....		<u>3,913,406</u>	16,440,832
COMMITMENTS AND CONTINGENCIES (Note 9)			
			<u><u>\$30,309,351</u></u>

Approved on behalf of the Board:

(Sgd.) ANGUS MCCLASKEY, Director.

(Sgd.) J. N. SWINDEN, Director.

The notes on pages 8 and 9 form an integral part of the above consolidated balance sheet and should be read in conjunction therewith.

Canadian Equity & Development Company Limited
and Subsidiary Companies

Notes to Consolidated Balance Sheet
as at October 31, 1966

(1) Basis of Consolidation

All subsidiaries of the Company are included in the accompanying consolidated balance sheet. The only subsidiaries whose assets are significant are Wrentham Estates Limited and Don Mills Developments Limited which subsidiaries were amalgamated under the name Don Mills Developments Limited on November 1, 1966.

(2) Appraisals

The revenue producing properties of Don Mills Developments Limited and Wrentham Estates Limited are valued on the basis of appraisals by Eastern & Chartered Trust Company dated as of October 31, 1962 and September 1, 1963, respectively, with subsequent acquisitions at cost less disposals.

Substantially all of the property under development and property held for development was appraised by Eastern & Chartered Trust Company by appraisals dated as of September 1, 1963 and October 15, 1963. These properties are shown at cost and not at their appraised values. If these appraisals had been recorded in the accounts, property under development and property held for development at October 31, 1966 would be increased by \$6,030,106 in the aggregate.

(3) Deferred receivables

The amount of \$803,650 shown as land sale agreements in the accompanying consolidated balance sheet is made up of amounts of \$757,962 and \$45,688 which amounts bear interest at 5½% and 6% respectively.

The said sum of \$757,962 is due as follows:

December 1, 1968-1974 (inclusive)—\$75,000 principal plus interest.
December 1, 1975—balance of principal plus interest.

The said sum of \$45,688 is due as follows:

December 1, 1967—\$22,844.
May 1, 1968 —\$22,844.

Mortgages receivable are made up as follows:

5¾% second mortgage due June 15, 1972.....	\$298,691
6% first mortgage due January 15, 1975.....	85,707
5½% first mortgages due March 2, 1971.....	16,650
5½% second mortgage due on demand.....	4,848
6% first mortgage due December 15, 1968.....	78,000
	<u>\$483,896</u>

(The principal amount of the above mortgages due within one year amounts to \$35,007)

(4) Investments in Other Companies

Investments in other companies are made up as follows:

Greater Hamilton Shopping Centre Limited	
Class B shares representing 50% of the total issued capital.....	\$555,000
4½% Series B debentures.....	250,000
	<u>\$805,000</u>
Aldon Developments Limited	
Common shares representing 50% of the total issued capital of that class.....	500
Notes receivable.....	75,000
	<u>75,500</u>
	<u>\$880,500</u>

The Company's share of the earnings of Greater Hamilton Shopping Centre Limited and Aldon Developments Limited for the year ended October 31, 1966 amounted to \$66,580 and \$20,745 respectively. At October 31, 1966 the Company's share of the retained earnings of Aldon Developments Limited amounted to \$49,290 and its share of the accumulated deficit of Greater Hamilton Shopping Centre Limited amounted to \$47,513. These amounts have not been reflected in the accompanying consolidated balance sheet.

(5) Income Taxes

For the year ended October 31, 1966, the Company intends to claim for income tax purposes, capital cost allowances of \$245,000 in excess of the depreciation recorded in the accounts. The Company also intends to claim for income tax purposes, expenses of \$140,000 in connection with The Towne project, which have been capitalized. As a result of this, the provision for income taxes for the year has been reduced by approximately \$200,400. The accumulation of such reductions in income taxes amounts to approximately \$642,400.

Don Mills Developments Limited and Wrentham Estates Limited have been reassessed for federal income taxes to October 31, 1963 and January 31, 1963 respectively. Adequate provisions have been made for periods for which reassessments have not been made.

(6) Accounting for Property Sales

It is the Company's policy to take into income profits from sales of properties as cash is received under the agreements for sale and mortgages. The same basis is used for income tax purposes. The amount of profits deferred to future years under this method appears as a deferred credit on the balance sheet.

\$238,892 of the deferred credit on the consolidated balance sheet as at October 31, 1965 was taken into income during the year ended October 31, 1966. \$250,048 of the deferred credit on the consolidated balance sheet as at October 31, 1966 will be taken into income during the year ending October 31, 1967 if payments are received on the specified due dates during the balance of the said year.

(7) Long Term Debt

Canadian Equity & Development Company Limited	
6½% Secured Sinking Fund Debentures Series A (Note 10).....	\$ 6,000,000
(Principal due within one year amounts to \$100,000)	
Don Mills Developments Limited	
Montreal Trust Company	
6½% first mortgage due September 1, 1977.....	1,539,647
Massachusetts Mutual Life Insurance Company	
6½% first mortgage due December 1, 1979.....	1,380,165
Eastern & Chartered Trust Company	
6¾% first mortgage due January 1, 1980.....	384,038
Montreal Trust Company	
6½% first mortgage due November 1, 1983.....	247,982
Montreal Trust Company	
7% first mortgage due December 1, 1980.....	145,288
National Life Assurance Company of Canada	
7¼% first mortgage due November 1, 1980.....	137,596
Sun Life Assurance Company	
6¾% first mortgage due January 1, 1997—advance to date on commitment of \$3,500,000.....	1,700,000
(The principal of the above mortgages due within one year amounts to \$329,377)	
Wrentham Estates Limited	
Investors Syndicate Limited	
5¼% first mortgage due May 1, 1973.....	118,771
(Principal due within one year amounts to \$15,785)	
	<u>\$11,653,487</u>

(8) Capital Stock

On March 1, 1965 the Company issued 50,685 common shares, as then constituted, to acquire all the issued shares of Wrentham Estates Limited and \$350,000 principal amount of indebtedness of such company. The directors placed a value of \$760,275 on the consideration received for these shares.

On March 8, 1965 the Company obtained supplementary letters patent subdividing each of its issued and unissued common shares without par value into ten common shares without par value.

On October 29, 1965 the Company obtained supplementary letters patent reclassifying, changing and subdividing the 490,000 issued preference shares and the 10,000 unissued preference shares with a par value of \$10 each into 1,470,000 issued and 30,000 unissued common shares without par value and converting the Company into a public company.

On February 15, 1966 the Company issued 240,000 Common Shares which were sold with the issue of \$6,000,000 6½% Secured Sinking Fund Debentures Series A. Of the aggregate cash consideration received on the issue of the said shares and debentures the directors allocated \$720,000 to the 240,000 Common Shares.

The Company had granted as of October 31, 1966 options to purchase an aggregate of 55,000 Common Shares of the Company at \$3 per share to certain directors, officers and employees of the Company and its subsidiaries. Such options were granted for a period of ten years expiring October 21, 1975. The board of directors had set aside as of October 31, 1966 an additional 75,000 Common Shares of the Company which may from time to time be optioned to officers and employees of the Company and its subsidiaries and affiliated companies but details of such stock options had not been determined. Since October 31, 1966, 6,000 of the said 75,000 Common Shares have been optioned at \$3 per share for a period expiring January 10, 1977.

(9) Commitments and Contingencies

Don Mills Developments Limited is the lessee under a ground lease from Sun Life Assurance Company of Canada having an unexpired term of 118 years with annual net ground rent of \$63,375 until 1999.

Don Mills Developments Limited has contracted to erect on the above property a building, now under construction, which will require expenditures of approximately \$1,480,000 to complete.

Letters of credit relating to the performance of subdivision agreements with a municipality are outstanding in an amount of \$269,069.

(10) 6½% Secured Sinking Fund Debentures Series A due February 15, 1991

The trust deed securing the Series A Debentures provides for payment of sinking fund instalments of \$100,000 on February 15 in each of the years 1967 to 1970 inclusive and \$130,000 on February 15 in each of the years 1971 to 1990 inclusive. The balance of principal becomes due February 15, 1991.

Provisions of the trust deed require that the Company will not make any payment or distribution by way of dividends, redemption of shares, reduction of capital or otherwise except out of the consolidated net earnings (as defined in the trust deed) earned subsequent to October 31, 1965. The debentures are redeemable at the option of the Company at varying premiums to maturity. After February 15, 1967 the premium is 5¼% until February 15, 1968 and decreases thereafter at the rate of ¼ of 1% per year.

(11) On February 1, 1967 the Company paid a dividend at the rate of 5¢ per share on its outstanding Common Shares being an aggregate amount of \$235,842.50.

Auditors' Report

TO THE DIRECTORS,

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED.

We have examined the accompanying consolidated balance sheet of Canadian Equity & Development Company Limited and subsidiary companies as at October 31, 1966. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the accompanying consolidated balance sheet presents fairly the financial position of the Company and subsidiary companies as at October 31, 1966, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Ontario, February 28, 1967.

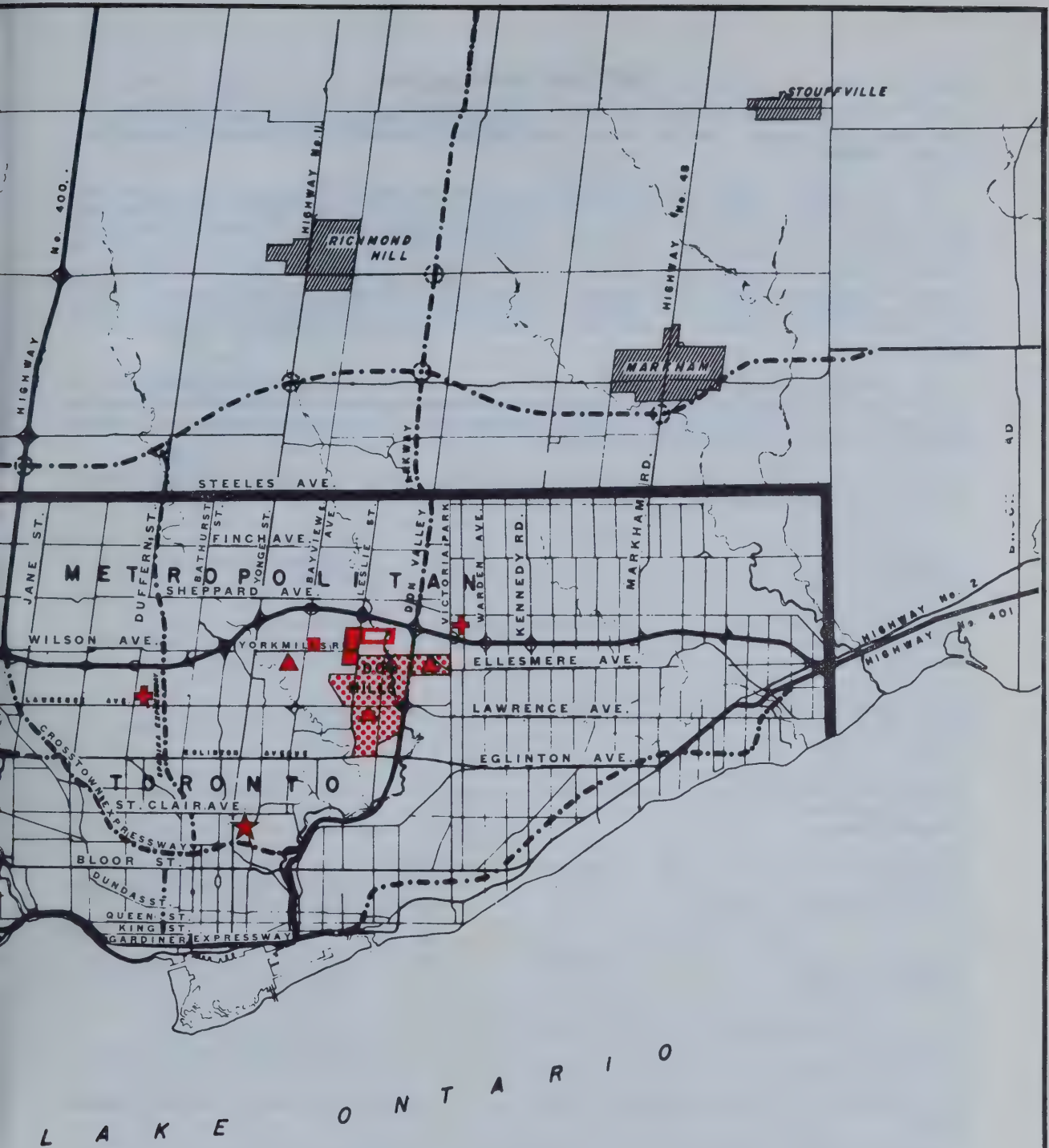
(Sgd.) TOUCHE, ROSS, BAILEY & SMART,
Chartered Accountants.

Approved on behalf of the Board





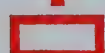


(Sgd.) ANGUS MCCLASKEY, Director

(Sgd.) J. N. SWINDEN, Director





LEGEND

-  DON MILLS
-  SHOPPING CENTRES OWNED BY
DON MILLS DEVELOPMENTS LIMITED
-  THE TOWNE
-  GREATER HAMILTON SHOPPING CENTRE
-  ALDON DEVELOPMENTS LIMITED
-  WRENTHAM INDUSTRIAL PARK
-  LANDS HELD FOR RESIDENTIAL DEVELOPMENT
-  ERIN MILLS LANDS

STATUTORY INFORMATION

1. The full name of the Company is Canadian Equity & Development Company Limited (hereinafter called the "Company") and the address of the Company's head office is 491 Lawrence Avenue, West, Toronto, Ontario.

2. The Company was incorporated under the laws of the Province of Ontario by letters patent dated May 4, 1953. Supplementary letters patent dated October 31, 1957, March 8, 1965 and October 29, 1965 have been issued to the Company. The supplementary letters patent dated March 8, 1965 subdivided each of the then 500,000 Common Shares without par value of the Company, both issued and unissued, into 10 Common Shares without par value. The supplementary letters patent dated October 29, 1965 reclassified, changed and subdivided the 490,000 then issued Preference Shares with a par value of \$10 each and the 10,000 then unissued Preference Shares with a par value of \$10 each into 1,470,000 issued Common Shares without par value and 30,000 unissued Common Shares without par value and converted the Company into a public company.

3. The general nature of the business actually transacted by the Company, through subsidiaries or affiliated companies, is the acquisition, development, subdivision and sale of lands and the construction and operation of commercial premises including shopping centres. The Company does not and does not intend to carry on a general investment business.

4. The name in full, present occupation and home address in full of each of the directors and officers of the Company are as follows:

JOHN GARFIELD CAMPBELL.....	Director.....	President, Canadian Breweries Limited.
18 Saintfield Avenue, Don Mills, Ontario.		
ANGUS CLAYTON MCCLASKEY.....	President and Director.....	President, Canadian Equity & Development Company Limited.
100 Banbury Road, Don Mills, Ontario.		
WARD CHIPMAN PITFIELD.....	Director.....	President, Pitfield, Mackay & Company Limited
6 Highland Avenue, Toronto, Ontario.		
JAMES NASMYTH SWINDEN.....	Director.....	General Manager, Argus Corporation Limited.
12 St. Ives Avenue, Toronto, Ontario.		
EDWARD PLUNKET TAYLOR.....	Chairman of the Board.....	President, The New Providence Development Company Limited.
Lyford Cay, New Providence Island, Bahamas.		
ALLAN ERNEST THOMPSON.....	Secretary.....	Secretary, Canadian Equity & Development Company Limited.
14 Greencoat Road, Etobicoke, Ontario.		
RONALD CARMAN THORNTON.....	Treasurer.....	Treasurer, Canadian Equity & Development Company Limited.
4 Vendome Place, Don Mills, Ontario.		

Owing to the nature of the Company's business there is no investment advisory committee or similar body.

5. The auditors of the Company are Messrs. Touche, Ross, Bailey & Smart, Chartered Accountants, 200 University Avenue, Toronto, Ontario.

6. The transfer agents and registrars for the common shares of the Company are National Trust Company, Limited, 21 King Street, East, Toronto, Ontario, 1350 Sherbrooke Street, West, Montreal, Quebec, 250 Portage Avenue, Winnipeg, Manitoba and 510 Burrard Street, Vancouver, British Columbia and Montreal Trust Company, 1695 Hollis Street, Halifax, Nova Scotia.

Montreal Trust Company is the Trustee for the 6½% Secured Sinking Fund Debentures Series A (herein sometimes called the "Series A Debentures") and registers upon which Series A Debentures may be registered as to principal and upon which fully registered Series A Debentures may be registered as to principal and interest and upon which transfers of Series A Debentures so registered may be made are kept by the said Trustee at its offices at 15 King Street, West, Toronto, Ontario, 777 Dorchester Boulevard, West, Montreal, Quebec, Notre Dame at Albert Street, Winnipeg, Manitoba, 466 Howe Street, Vancouver, British Columbia and 1695 Hollis Street, Halifax, Nova Scotia.

7. The authorized share capital of the Company consists of 6,500,000 Common Shares without par value of which 4,716,850 Common Shares have been issued and are outstanding as fully paid and non-assessable.

8. Each Common Share carries the right to one vote at all meetings of shareholders and all of such shares rank *pari passu* in all respects.

9. The following debentures, mortgages or other securities of the Company and its subsidiary company are outstanding or are proposed to be issued and rank ahead of or *pari passu* with or if issued will rank ahead of or rank *pari passu* with the securities offered by this prospectus:

- (i) the Company's wholly owned subsidiary, Don Mills Developments Limited, has outstanding first mortgages on certain of the properties in the Borough of North York owned by such company. Particulars of such mortgages are as follows:

Mortgagee	Principal balance as at February 16, 1967	Interest Rate	Annual blended payments of principal and interest	Year of maturity
Montreal Trust Company.....	\$1,514,819	6½%	\$197,532	1977
Massachusetts Mutual Life Insurance Company.....	1,339,088	6½%	248,844*	1979
Eastern & Chartered Trust Company.....	377,990	6¾%	50,116	1980
Montreal Trust Company.....	245,950	6½%	23,992	1983
Montreal Trust Company.....	143,746	7%	16,156	1980
National Life Assurance Company of Canada.....	136,163	7¼%	15,521	1980
Investors Syndicate Limited.....	114,901	5¼%	21,581	1973

*To December 1, 1969 and thereafter blended payments of principal and interest are \$109,268.

- (ii) Don Mills Developments Limited has outstanding a first mortgage in favour of Sun Life Assurance Company of Canada on its interest in The Towne. Such mortgage carries interest at the rate of 6¾% per annum and requires annual blended payments of principal and interest of \$269,820 when the full amount of the mortgage has been advanced and matures January 1, 1997. As at the date hereof \$1,700,000 has been advanced under such mortgage and the balance of the principal amount of such mortgage, namely \$1,800,000 is to be advanced on the completion of The Towne project;
- (iii) \$5,900,000 principal amount of Series A Debentures of the Company issued under and pursuant to a deed of trust and mortgage (herein referred to as the "trust deed") dated as of February 1, 1966, made between the Company, Don Mills Developments Limited and Wrentham Estates Limited (which latter two companies were amalgamated as of November 1, 1966) and Montreal Trust Company as Trustee; the Series A Debentures are dated as of February 15, 1966 and mature on February 15, 1991, bear interest at the rate of 6½% per annum payable half-yearly on February 15 and August 15 in each year; the Series A Debentures are non-redeemable prior to February 15, 1976 as a part of any refunding or anticipated refunding operation by the application directly or indirectly of funds obtained through the issue of funded obligations at an interest cost to the Company of less than 6½% per annum but may be purchased in the market or by private contract for the purpose of the sinking fund or otherwise at any price not exceeding the redemption price (including accrued interest) at which Series A Debentures could at the time of purchase be redeemed by the Company for other than sinking fund purposes plus reasonable costs of purchase; the Series A Debentures are redeemable (otherwise than out of sinking fund moneys or out of the proceeds of released properties) prior to maturity at the option of the Company in whole at any time or in part from time to time at the principal amount thereof plus a premium of 5¾% of such principal amount if redeemed on or before February 15, 1968, the premium thereafter decreasing ¼ of 1% of such principal amount for each year commenced or elapsed after February 15, 1968 up to and including February 15, 1990 and thereafter and prior to maturity at the principal amount thereof and are redeemable out of sinking fund moneys or out of the proceeds of released properties at the principal amount thereof together in each case with accrued interest to the date specified for redemption; the Company is obligated to provide a sinking fund for the retirement of the Series A Debentures on February 15 in each of the years 1968 to 1970, both inclusive, of \$100,000 principal amount thereof and on February 15 in each of the years 1971 to 1990, both inclusive, of \$130,000 principal amount thereof. The Series A Debentures and all other debentures from time to time issued under the trust deed are secured by a first floating charge under the laws of the Province of Ontario on the undertaking and all property, rights and assets of the Company in the Province of Ontario and by the guarantee of the Company's wholly-owned subsidiary, Don Mills Developments Limited, of (a) the due and punctual payment of the principal of and premium, if any, and interest on the Series A Debentures and any additional debentures from time to time outstanding under the trust deed and all other payments from time to time required to be made by the Company under the terms of the trust deed and (b) the due and punctual performance and observance of all covenants and obligations on the part of the Company under the trust deed; such guarantee is secured by (a) a first fixed and specific mortgage, pledge and charge on the Erin Mills lands subject to minor title defects and permitted encumbrances, (b) a fixed and specific mortgage, pledge and charge (subject to certain mortgages and to minor title defects and permitted encumbrances) on the Don Mills Shopping Centre, the Parkwoods Village Shopping Centre, the York Mills Shopping Centre and certain other lands in Don Mills, (c) a fixed and specific mortgage, pledge and charge on all the right, title and interest of Don Mills Developments Limited in a certain lease relating to The Towne project, (d) specific assignments of certain leases and guarantees thereof under which Don Mills Developments Limited is the lessor and (e) a first floating charge under the laws of the Province of Ontario on the undertaking and all property, rights and assets (with certain exceptions) of Don Mills Developments Limited in the Province of Ontario now owned or hereafter acquired; subject to the provisions of the trust deed additional debentures may be issued thereunder without limitation as to aggregate principal amount; the trust deed prohibits the payment or distribution by way of dividends (other than in shares of the Company), redemption of shares, reduction of capital or otherwise to or for the account of shareholders of the Company except out of the consolidated net earnings available for dividends (as defined in the trust deed) of the Company and its subsidiaries earned subsequent to October 31, 1965 plus the net cash proceeds to the Company of the issue after such date of any of its shares; all as provided in the trust deed;
- (iv) there are outstanding as of the date of this prospectus 4,716,850 Common Shares without par value (including the common shares offered by this prospectus) in the capital of the Company, all of which rank *pari passu*.

All indebtedness of the Company and its subsidiary, Don Mills Developments Limited (including the mortgages and Series A Debentures referred to above and also including bank indebtedness which as at February 16, 1967 aggregated \$401,768 and any indebtedness issued as referred to in paragraph 10 hereof) ranks or will rank ahead of the Common Shares offered by this prospectus.

Any Common Shares issued pursuant to the options referred to in paragraph 11 hereof will rank *pari passu* with the Common Shares presently outstanding.

Except as aforesaid there are no bonds, debentures or other securities outstanding or proposed to be issued which rank ahead of or *pari passu* with or which if issued will rank ahead of or rank *pari passu* with the securities offered by this prospectus.

10. Except as hereinafter stated, no substantial indebtedness not shown in the consolidated balance sheet of the Company and its subsidiaries as at October 31, 1966 forming part of this prospectus is now intended to be created or assumed by the Company or its subsidiary.

The Company's subsidiary, Don Mills Developments Limited, is presently considering erecting a town house rental project of some 210 units on 26 acres of land in the Borough of North York with construction staged over a period of two to three years. It is intended to commence construction in 1967 of the first stage of this project consisting of approximately 100 units, provided that construction costs are acceptable and suitable mortgage financing can be arranged. If the first stage of this project is proceeded with the sum of approximately \$2,400,000 may be borrowed on the security of a mortgage on part of such project.

In order to complete The Towne additional bank indebtedness (presently estimated at \$1,400,000) will have to be incurred which it is intended will be retired when the full proceeds from the mortgage to Sun Life Assurance Company of Canada referred to in paragraph 9 (ii) hereof are received.

Don Mills Developments Limited may borrow within the next six months up to approximately \$300,000 from its banker on an unsecured basis to finance the installation of services on lands being developed by it on the west side of Leslie Street in the Borough of North York.

Subject to any restrictions prevailing from time to time, including those contained in the trust deed, the Company and its subsidiary may finance their operations by borrowing or otherwise in such way as they see fit. Except as stated above it is not possible to state at the present time the amounts, if any, which may from time to time be borrowed in the future or the security, if any, which may be given to secure any such borrowings.

11. The Company has outstanding, options to purchase an aggregate of 61,000 Common Shares of the Company at the price of \$3 per share in favour of the following persons in the amounts set opposite their respective names:

A. C. McClaskey.....	12,000	G. Wreglesworth.....	6,000
J. N. Swinden.....	5,000	R. C. Thornton.....	6,000
B. D. Pattison.....	8,000	A. E. Thompson.....	6,000
D. G. Morrison.....	6,000	J. R. Bullock.....	6,000
G. Still.....	6,000		

All of the above options expire on October 21, 1975, with exception of the option to J. R. Bullock which expires on January 10, 1977.

Messrs. McClaskey and Swinden are directors of the Company and the other persons named above are officers or employees of the Company or its wholly-owned subsidiary.

The terms upon which the said options were granted are more fully set out in the share option agreements referred to in paragraph 27 hereof.

An additional 69,000 Common Shares of the Company may from time to time be optioned by the board of directors to officers and employees of the Company and its subsidiaries and affiliated companies. In determining the officers and employees as aforesaid to whom options in respect of such shares may be granted in the future and the number of Common Shares to be covered by any such option to any such officer or employee, his duties, length of service, present and potential contribution to the success of the Company and its subsidiaries and affiliated companies and such other factors as are deemed relevant at the time will be considered by the directors of the Company. There is no present intention of granting options on such shares to any specific officers or employees and accordingly details of any stock options which may hereafter be granted have not been determined.

12. The number of securities offered by this prospectus, their correct descriptive title, the issue price to the public and the terms thereof are as stated on the front page of this prospectus to which reference is hereby made. The securities offered hereby will be sold to the public by Pitfield, Mackay & Company Limited and other investment dealers and brokers.

Pursuant to an agreement dated January 24, 1966 made between the Company and Pitfield, Mackay & Company Limited, under its former name of W. C. Pitfield & Company, Limited, the Company sold to Pitfield, Mackay & Company Limited and Pitfield, Mackay & Company Limited purchased, subject to the terms and conditions therein contained, \$6,000,000 aggregate principal amount of Series A Debentures and 240,000 Common Shares of the Company for an aggregate consideration of \$5,520,000 which was paid in cash. Of the aggregate consideration referred to above \$720,000 was allocated by the Company as the consideration for the issue of the said 240,000 Common Shares. Reference is made to paragraph 21-22 hereof.

13, 14 and 15. The securities offered by this prospectus are outstanding shares and no part of the proceeds from the sale thereof will be received by the Company.

16. Under an agreement dated February 28, 1967 Canadian Breweries Limited and Windfields Farm Limited (herein sometimes referred to as the "Selling Shareholders") agreed to sell in the aggregate and Pitfield, Mackay & Company Limited on its own behalf as underwriters agreed to buy the 500,000 Common Shares offered by this prospectus for \$2.30 per share (less security transfer tax) payable in cash against delivery of certificates representing the said Common Shares on or about April 17, 1967 upon the terms and conditions set forth in the said agreement. Pitfield, Mackay & Company Limited has agreed to assume the expenses (estimated at \$15,000) in connection with this offering. The expenses of listing the Common Shares on The Toronto Stock Exchange (estimated at \$6,600) will be borne by the Company. Pitfield, Mackay & Company Limited has advised the Company that it is intended to change its name to Pitfield, Mackay, Ross & Company Limited on or about April 1, 1967.

The number of Common Shares to be sold by each of the Selling Shareholders and the net proceeds to be received by each of them is set out below opposite their respective names, together with the number of Common Shares to be retained by the Selling Shareholders and by Caninvesco Limited, a wholly owned subsidiary of Windfields Farm Limited and the percentage of the aggregate voting power represented by such shares after the sale of the Common Shares offered by this prospectus.

	Common Shares To Be Sold	Net Proceeds	Common Shares To Be Retained	% of Aggregate Voting Power
Canadian Breweries Limited.....	200,000	\$ 460,000	1,672,500	35.46
Windfields Farm Limited.....	300,000	\$ 690,000	206,850	4.39
Caninvesco Limited.....	Nil	Nil	1,992,500	42.24
	<u>500,000</u>	<u>\$1,150,000</u>	<u>3,871,850</u>	<u>82.09</u>

17. The by-laws of the Company contain the following provision as to remuneration of directors:

"The remuneration to be paid to the directors shall be such as the board of directors shall from time to time determine and such remuneration shall be in addition to the salary paid to any officer or employee of the Company who is also a member of the board of directors. The directors may also by resolution award special remuneration to any director undertaking any special services on the Company's behalf other than the routine work ordinarily required of a director by the Company and the confirmation of any such resolution or resolutions by the shareholders shall not be required. The directors shall also be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Company."

18. The aggregate remuneration paid by the Company during its last completed financial year ended October 31, 1966 to directors of the Company as such was \$4,000 and by the Company and its subsidiaries to officers thereof as such who individually received remuneration in excess of \$10,000 per annum was \$65,900. The aggregate remuneration estimated to be paid or payable by the Company during the current financial year to directors of the Company as such is \$4,000 and by the Company and its subsidiaries to officers thereof as such who individually may be entitled to receive remuneration in excess of \$10,000 per annum is \$68,500.

19. No amount has been paid by the Company within the two years preceding the date hereof or is now payable as a commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in or obligations of the Company. Reference is, however, made to paragraph 12 hereof.

20. The Company has been carrying on business for more than one year.

21-22. Except as hereinafter mentioned, no property has been purchased or acquired by the Company or is proposed to be purchased or acquired by the Company, the purchase price of which is to be defrayed in whole or in part out of the proceeds of the securities hereby offered or has been paid within the two years preceding the date hereof or is to be paid in whole or in part in securities of the Company or the purchase or acquisition of which has not been completed at the date hereof other than transactions entered into in the ordinary course of operations or on the general credit of the Company or its subsidiaries. On March 1, 1965 the Company issued 506,850 Common Shares (as presently constituted) of the Company to Windfields Farm Limited, 2489 Bayview Avenue, Willowdale, Ontario, in consideration of the transfer to the Company of all the outstanding shares in the capital of Wrentham Estates Limited and of indebtedness in the principal amount of \$350,000 of Wrentham Estates Limited to Windfields Farm Limited. The Company acquired absolute ownership of the said shares and indebtedness of Wrentham Estates Limited. In connection with the foregoing transaction the 506,850 Common Shares of the Company issued as aforesaid were valued on the basis of book value plus surpluses resulting from appraisals of properties owned by the Company. The said shares were issued for securities of Wrentham Estates Limited, which had a slightly greater value, arrived at on the basis of similar appraisals made by the same appraiser.

23. On March 1, 1965, the Company issued as fully paid up otherwise than in cash the 506,850 Common Shares of the Company referred to in paragraph 21-22 hereof for the consideration stated in such paragraph. At the time of the acquisition by the Company of the shares and indebtedness of Wrentham Estates Limited from Windfields Farm Limited, Mr. E. P. Taylor, a director and officer of the Company, was a director and officer of Windfields Farm Limited.

24. No obligations are being offered by this prospectus.

25. No services have been rendered or are to be rendered to the Company which have been within the two years preceding the date hereof or are to be paid for by securities of the Company. None of the proceeds of the common shares offered by this prospectus will be paid to the Company.

26. No amount has been paid within the two years preceding the date hereof or is intended to be paid to any promoter of the Company as such.

27. The dates of, the parties to, and the general nature of every material contract entered into by the Company within the two years preceding the date hereof other than contracts entered into in the ordinary course of business carried on by the Company are as follows:

- (i) the agreement between the Company and Pitfield, Mackay & Company Limited, under its former name of W. C. Pitfield & Company, Limited, referred to in paragraph 12 hereof;
- (ii) agreement evidenced by offer dated March 1, 1965 from Windfields Farm Limited to the Company, accepted by the Company, whereby Windfields Farm Limited sold to the Company the shares and indebtedness of Wrentham Estates Limited as referred to in paragraph 21-22 hereof;
- (iii) share option agreements between the Company and the persons named in paragraph 11 hereof all of which are dated October 22, 1965 with the exception of the agreement with J. R. Bullock which is dated January 10, 1967;

- (iv) trust deed dated as of February 1, 1966 made between the Company, Don Mills Developments Limited and Wrentham Estates Limited (which latter two companies were amalgamated on November 1, 1966) and Montreal Trust Company, as Trustee, providing for the issuance of Debentures of the Company referred to in paragraph 9 (iii) hereof and indenture supplemental thereto made as of February 1, 1966 between the same parties.

Copies of the foregoing agreements and of the said trust deed and indenture supplemental thereto may be inspected at the head office of the Company, 491 Lawrence Avenue West, Toronto, Ontario during ordinary business hours while the securities offered hereby are in the course of primary distribution to the public and for a period of 30 days thereafter.

In the ordinary course of business the Company's subsidiaries during the two years preceding the date hereof have entered into or are now negotiating numerous leases (including ground leases) where the subsidiary company is the Lessor, agreements to lease, agreements for the sale of land and other agreements, including the following:

- (a) Leases (including ground leases but excluding leases of premises in The Towne) where a subsidiary of the Company is the Lessor involving minimum annual rentals aggregating approximately \$219,000.
- (b) Agreements for the sale of land providing for purchase prices aggregating approximately \$3,674,000.
- (c) A subsidiary of the Company is in the process of negotiating leases for space in The Towne referred to in the within prospectus and has entered into leases or agreements to lease involving annual rentals of approximately \$423,000. As stated in the within prospectus it is estimated that the annual gross rental income to be derived from The Towne, calculated on the basis of a 5% vacancy factor, is expected to be approximately \$817,000.
- (d) Various contracts for the construction of buildings, including The Towne, and for the development of lands and other miscellaneous contracts aggregating commitments in the amount of approximately \$5,000,000.
- (e) In addition reference is made to the various mortgages, certain particulars of which are set out in paragraph 9 hereof.

28. The Company has been carrying on business for more than one year. The Company does not propose to acquire any property in which any director is interested.

29. The Company has been carrying on business for more than three years. The Company has not acquired nor does it propose to acquire, directly or indirectly, by the purchase of shares or otherwise, a business which has been carried on for less than three years.

30. Windfields Farm Limited and its wholly-owned subsidiary, Caninvesco Limited, the address of both of which is 2489 Bayview Avenue, Willowdale, Ontario, by reason of their aggregate holdings of Common Shares of the Company are in a position to and are entitled to elect or cause to be elected a majority of the directors of the Company. The only persons beneficially interested in the shares of Windfields Farm Limited are Mr. E. P. Taylor and members of his family. After the distribution to the public of the shares to which this prospectus relates there will not be, to the knowledge of the signatories hereto, any person who, by reason of beneficial ownership of securities of the Company or any agreement in writing, will be in a position to or entitled to, elect or cause to be elected a majority of the directors of the Company. However, Canadian Breweries Limited, Windfields Farm Limited and Caninvesco Limited could, if they were to act in concert (although to the knowledge of the signatories hereto there is no agreement so to act) elect or cause to be elected all of the directors of the Company. The selling shareholders have agreed that they will not, without the consent of Pitfield, Mackay & Company Limited, for a period of 120 days from the date hereof, sell or otherwise dispose of any shares of the Company.

31. The signatories hereto are not aware of any securities of the Company being held in escrow.

32. Since January 1, 1962 the Company has paid dividends on its previously outstanding preference shares with a par value of \$10 each at the full specified rate of 5% per annum on the preference shares from time to time outstanding aggregating in each of the years 1962 to 1965 inclusive the following amounts:

1962.....	\$170,000
1963.....	235,240
1964.....	245,000
1965.....	243,658

On October 29, 1965 the previously outstanding 490,000 preference shares of the Company were reclassified, changed and subdivided into 1,470,000 Common Shares without par value. No dividends were paid by the Company in 1966 on any of its outstanding shares.

On February 1, 1967, the Company paid a dividend at the rate of 5¢ per share on its outstanding Common Shares being an aggregate amount of \$235,842.50.

Under the trust deed pursuant to which the Series A Debentures of the Company were issued the Company may only pay dividends (other than in shares of the Company) on its outstanding shares out of the consolidated net earnings available for dividends (as defined in the trust deed) of the Company and its subsidiaries earned subsequent to October 31, 1965 plus the net cash proceeds to the Company of the issue of any of its shares after such date. After giving effect to the payment of the above mentioned dividend on Common Shares which was paid on February 1, 1967 the amount available for payment of dividends would be not less than \$275,000.

33. Messrs. E. P. Taylor and J. G. Campbell, who are directors of the Company, are also directors of Canadian Breweries Limited which is one of the selling shareholders referred to in paragraph 16 hereof. Mr. E. P. Taylor is a director of Windfields Farm Limited which is the other selling shareholder referred to in paragraph 16 hereof.

34. There are no other material facts not disclosed in the foregoing, including the attached letter from Mr. Angus McClaskey, the President of the Company and in the audited financial statements, which form part of this prospectus.

The foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Part VII of the Securities Act, 1962 (British Columbia), by Part IX of The Securities Act, 1955 (Alberta), by Section 43 of The Securities Act (Saskatchewan), by Section 39 of The Securities Act (Ontario), by the Securities Act (Quebec) and by Section 13 of The Securities Act (New Brunswick), and there is no further material information applicable other than in the financial statements or reports where required or exigible.

Dated February 28, 1967.

Directors

(Sgd.) J. G. CAMPBELL

(Sgd.) WARD C. PITFIELD

(Sgd.) ANGUS MCCLASKEY

(Sgd.) J. N. SWINDEN

E. P. TAYLOR

by his agent (Sgd.) R. C. THORNTON

Underwriters

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts in respect of the offering of securities referred to above as required by Part VII of the Securities Act, 1962 (British Columbia), by Part IX of The Securities Act, 1955 (Alberta), by Section 43 of The Securities Act (Saskatchewan), by Section 39 of The Securities Act (Ontario), by the Securities Act (Quebec) and by Section 13 of The Securities Act (New Brunswick) and there is no further material information applicable other than in the financial statements or reports where required or exigible. In respect of matters which are not within our knowledge we have relied upon the accuracy and adequacy of the foregoing.

PITFIELD, MACKAY & COMPANY LIMITED

Per (Sgd.) T. H. BAKER, Director.

The following includes the name of every person having an interest, either directly or indirectly, to the extent of not less than 5% in the capital of Pitfield, Mackay & Company Limited: W. C. Pitfield, H. H. Mackay, D. L. Torrey, R. L. Hunter, W. Y. Soper, E. F. C. Kinnear, K. M. Sedgewick, J. M. Arbour, A. F. MacAllaster and D. C. Mackay.

AR85

TORONTO STOCK EXCHANGE
TORONTO

BULLETIN NO. 6353

May 2, 1967

NEW LISTING

CANADIAN EQUITY & DEVELOPMENT COMPANY LIMITED

An application has been granted to list 4,846,350 common shares without par value of the above Company, of which 130,000 shares are subject to issuance and the shares will be posted for trading at the opening on Wednesday, May 10th. Ticker abbreviation "CEQ"; Post Section 4.3; Dial Ticker No. 1395.

Listing Statement No. 2256 is being prepared and will be available soon. The following is some of the information that will be included in the Listing Statement:

Incorporated - under the laws of the Province of Ontario by letters patent dated May 4, 1953. Supplementary letters patent dated October 31, 1957, March 8th, 1965 and October 29, 1965 have been issued to the Company.

Head Office - 491 Lawrence Avenue West, Toronto, Ontario.

Nature of Business - The general nature of the business actually transacted by the Company, through subsidiaries or affiliated companies, is the acquisition, development, subdivision and sale of lands and the construction and operation of commercial premises including shopping centres. The Company does not and does not intend to carry on a general investment business.

Transfer Agent and Registrar - National Trust Company Limited, Toronto, Montreal, Winnipeg and Vancouver and Montreal Trust Company, Halifax.

Officers

- | | |
|-----------------------|---|
| Chairman of the Board | - E. P. Taylor, Bahamas, Industrialist |
| President | - A. C. McClaskey, Don Mills, Ont., Executive |
| Secretary | - A. E. Thompson, Etobicoke, Ont., |
| Treasurer | - R. C. Thornton, Don Mills, Ont., |

Directors - E. P. Taylor, A. C. McClaskey and the following:

- J. G. Campbell, Don Mills, Ont., Executive
- W. C. Pitfield, Toronto, Ont., Investment Dealer
- J. N. Swinden, Toronto, Ont., Executive

Capitalization - as at February 16, 1967.

	Authorized	Outstanding
First mortgages of varying rates and maturities	(1)	\$5,572,657
Secured Debentures	(1)	
6-1/2% Secured Sink. Fund Debentures Series "A" due 1991	\$6,000,000	\$5,900,000
Common Shares without par value	6,500,000 shs	4,716,350 shs
(To be listed - 4,846,850 common shares (2))		

- (1) Additional first mortgages and Secured Debentures may be issued subject to the restrictions contained in the trust deed under which the Series "A" Debentures were issued.
- (2) 61,000 Common Shares are reserved for the exercise of options already granted under the Company's Stock Option Plan and 69,000 Common Shares are reserved for the granting of further options thereunder.

Escrowed Shares - None

Dividends - Since January 1, 1962, the Company has paid dividends on its previously outstanding preference shares with a par value of \$10 each at the full specified rate of 5% per annum on the preference shares from time to time outstanding aggregating in each of the years 1962 to 1965 inclusive the following amounts:

1962	-	\$170,000
1963	-	235,240
1964	-	245,000
1965	-	243,650

On October 29, 1965, the previously outstanding 490,000 preference shares of the Company were reclassified, changed and subdivided into 1,470,000 common shares without par value. No dividends were paid by the Company in 1966 on any of its outstanding shares.

On February 1, 1967, the Company paid a dividend at the rate of 5¢ per share on its outstanding common shares being an aggregate of \$235,842.50.

Under the trust deed pursuant to which the Series "A" Debentures of the Company were issued the Company may only pay dividends (other than in shares of the Company) on its outstanding shares out of the consolidated net earnings available for dividends (as defined in the trust deed) of the Company and its subsidiaries earned subsequent to October 31, 1965 plus the net cash proceeds to the Company of the issue of any of its shares after such date. After giving effect to the payment of the above mentioned dividend on common shares which was paid on February 1, 1967, the amount available for payment of dividends would be not less than \$275,000.

BY ORDER OF THE BOARD OF GOVERNORS

J. R. KIMBER,
President

Dividends - Since January 1, 1962, the Company has paid dividends on its common stock at the rate of \$1.00 per share. The Company has also paid dividends on its preferred stock at the rate of \$1.00 per share. The following table shows the dividends paid to the common stockholders of the Company for the years 1962 through 1965:

1965	\$150,000
1964	\$150,000
1963	\$150,000
1962	\$150,000

On October 31, 1965, the Company's outstanding preferred stock was \$1,400,000. The Company's common stock was \$1,400,000. The Company's total assets were \$2,800,000. The Company's total liabilities were \$1,400,000. The Company's net assets were \$1,400,000. The Company's net income was \$150,000. The Company's net loss was \$150,000. The Company's net assets were \$1,400,000. The Company's net income was \$150,000. The Company's net loss was \$150,000.

On February 1, 1967, the Company paid a dividend of \$1.00 per share to its common stockholders. The dividend was paid in cash. The dividend was paid to the common stockholders of the Company. The dividend was paid to the common stockholders of the Company.

Under the terms of the Company's charter, the Company may only pay dividends if the Company has sufficient assets to pay the dividends. The Company's assets are \$2,800,000. The Company's liabilities are \$1,400,000. The Company's net assets are \$1,400,000. The Company's net income is \$150,000. The Company's net loss is \$150,000. The Company's net assets are \$1,400,000. The Company's net income is \$150,000. The Company's net loss is \$150,000.

J. A. Smith,
President

By order of the Board of Directors